

**Final Terms dated 20 June 2016**

**Abu Dhabi National Energy Company PJSC**

Issue of U.S.\$500,000,000 4.375 per cent. Notes due 2026  
under the U.S.\$9,000,000,000

**Global Medium Term Note Programme**

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Prospectus dated 7 June 2016 which constitutes a base prospectus for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Prospectus. The Prospectus has been published on the website of the Regulatory News Service operated by the London Stock Exchange at <http://www.londonstockexchange.com/exchange/news/market-news/market-news-home.html>.

<b>1</b>	Issuer:	Abu Dhabi National Energy Company PJSC
<b>2</b>	(i) Series Number:	13
	(ii) Tranche Number	1
	(iii) Date on which the Notes will consolidated and form a single Series	Not Applicable
<b>3</b>	Specified Currency or Currencies:	United States Dollars (“ <b>U.S.\$</b> ”)
<b>4</b>	Aggregate Nominal Amount of Notes:	
	(i) Series:	U.S.\$500,000,000
	(ii) Tranche:	U.S.\$500,000,000
<b>5</b>	Issue Price:	99.002 per cent. of the Aggregate Nominal Amount
<b>6</b>	(i) Specified Denominations:	U.S.\$200,000 plus integral multiples of U.S.\$1,000 in excess thereof
	(ii) Calculation Amount:	U.S.\$1,000
<b>7</b>	(i) Issue Date:	22 June 2016
	(ii) Interest Commencement Date:	Issue Date
<b>8</b>	Maturity Date:	22 June 2026
<b>9</b>	Interest Basis:	4.375 per cent. Fixed Rate (see paragraph 14 below)
<b>10</b>	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount

<b>11</b>	Change of Interest Basis:	Not Applicable
<b>12</b>	Put/Call Options:	Change of Control Put Option (see paragraph 19 below)
<b>13</b>	(i) Status of the Notes:	Senior
	(ii) Date approval for issuance of Notes obtained:	10 May 2016

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

<b>14</b>	<b>Fixed Rate Note Provisions</b>	Applicable
	(i) Rate of Interest:	4.375 per cent. per annum payable in arrear on each Interest Payment Date
	(ii) Interest Payment Date(s):	22 June and 22 December in each year
	(iii) Fixed Coupon Amount:	U.S.\$21.875 per Calculation Amount
	(iv) Broken Amount(s):	Not Applicable
	(v) Day Count Fraction:	30/360
	(vi) Determination Dates:	Not Applicable
<b>15</b>	<b>Floating Rate Note Provisions</b>	Not Applicable
<b>16</b>	<b>Zero Coupon Note Provisions</b>	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

<b>17</b>	<b>Call Option</b>	Not Applicable
<b>18</b>	<b>General Put Options</b>	Not Applicable
<b>19</b>	<b>Change of Control Put Option</b>	Applicable
	(i) Put Date:	As per Conditions
	(ii) Change of Control Redemption Amount:	U.S.\$1,000 per Calculation Amount
	(iii) Put Period:	As per Conditions
<b>20</b>	<b>Final Redemption Amount of each Note</b>	U.S.\$1,000 per Calculation Amount
<b>21</b>	<b>Early Redemption Amount</b>	
	Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or on event of default:	U.S.\$1,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

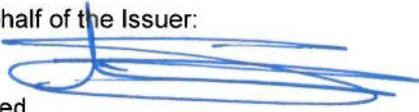
<b>22</b>	Form of Notes:	Registered Notes: Regulation S Global Note Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg Rule 144A Global Note Certificate registered in the name of a nominee for DTC
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- 23** Additional Financial Centre(s): Not Applicable
- 24** Provisions applicable to Renminbi Notes: Not Applicable

Signed on behalf of the Issuer:

By:

Duly authorised

  
SUHAIL AL SUAIMI.  
VP TREASURY.

## PART B – OTHER INFORMATION

### 1 LISTING

- (i) Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the Regulated Market of the London Stock Exchange plc with effect from 22 June 2016.
- (ii) Estimate of total expenses related to admission to trading: £3,600

### 2 RATINGS

- Ratings: The Notes to be issued are expected to be rated:  
Moody's Investors Service Ltd. ("**Moody's**"): A3  
Moody's is established in the EU and registered under Regulation (EC) No 1060/2009 (as amended) (the "**CRA Regulation**").  
Standard & Poor's Credit Market Services Europe Limited ("**S&P**"): A-  
S&P is established in the EU and registered under Regulation (EC) No 1060/2009 (as amended) (the "**CRA Regulation**").

### 3 INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save as discussed in "Subscription and Sale", so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4 YIELD

- Indication of yield: 4.500 per cent. per annum on a semi-annual basis  
The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 5 OPERATIONAL INFORMATION

- (i) Regulation S Notes:
- (a) ISIN: XS1435072464
- (b) Common Code: 143507246
- (ii) Rule 144A Notes:
- (a) ISIN: US00388WAC55
- (b) Common Code: 143510247
- (c) CUSIP: 00388WAC5
- (iii) Any clearing system(s) Not Applicable

other than Euroclear Bank SA/NV, Clearstream Banking, S.A. and/or DTC and the relevant identification number(s):

- (iv) Delivery: Delivery against payment in respect of the Regulation S Notes and delivery free of payment in respect of the Rule 144A Notes.
- (v) Names and addresses of initial Paying and Transfer Agent(s): **Citibank, N.A.**  
14th Floor, Citigroup Centre  
Canada Square  
Canary Wharf  
London E14 5LB  
England  
**Citigroup Global Markets Deutschland AG**  
Reuterweg 16  
60323 Frankfurt  
Germany
- (vi) Names and addresses of additional Paying and Transfer Agent(s) (if any): Not Applicable

## 6 DISTRIBUTION

- (i) Method of distribution: Syndicated
- (ii) If syndicated, names of Managers: **Managers**  
BNP Paribas  
Citigroup Global Markets Limited  
First Gulf Bank P.J.S.C.  
HSBC Bank plc  
National Bank of Abu Dhabi P.J.S.C.  
Société Générale  
Mizuho Securities USA Inc.  
SMBC Nikko Capital Markets Limited
- (iii) Date of Subscription Agreement: 20 June 2016
- (iv) Stabilising Manager(s) (if any): Citigroup Global Markets Limited
- (v) If non-syndicated, name of relevant Dealer: Not Applicable
- (vi) U.S. Selling Restrictions: Rule 144A/Reg S Compliance Category 2; TEFRA not applicable